**RFP SUITABILITY QUESTIONNAIRE**

This RFP Suitability Questionnaire must be signed by an individual authorized to legally bind your firm and it must be fully completed, meaning that you must check either “Yes” or “No” for each item below and, if you do not, then you must submit an explanation detailing the reason you cannot check “Yes” or “No.” Failure to do so will constitute an incomplete response, and your RFP response will not be considered. LABF reserves the right to inquire about your firm’s response to this questionnaire and may require a revised signed version to be submitted to clarify a response. Further, if the Fund decides to retain your firm’s services as a transition manager, your firm will be required to enter into a written agreement incorporating your answers to this RFP Suitability Questionnaire and other statutory requirements as required by the Fund. Further, this RFP Suitability Questionnaire will be attached as an exhibit to such written agreement. In the following, the terms “Respondent”, “You”, “Firm” and “transition manager” refer to the entity, and those acting on the entity’s behalf, that will act as transition manager for the awarded contract.

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| The Illinois Pension Code requires that the transition manager be (i) registered as an investment adviser under the federal Investment Advisers Act of 1940 (15 U.S.C. 80b-1, et seq.) or (ii) a bank, as defined in the federal Investment Advisers Act of 1940 (15 U.S.C. 80b-1, et seq.). (40 ILCS 5/1-113.14(b)). Confirm that your Firm is, and will remain, in compliance with this requirement. If your Firm another type of entity regulated by an appropriate governmental regulatory oversight entity, please describe. | | YES  NO |
| The Illinois Pension Code requires that your Firm agree in writing to be a “fiduciary” to the Fund in accordance with the Illinois Pension Code, without limitation. Note that as a fiduciary, transition manager, may not engage in certain “prohibited transactions” as set forth in Section 1-110 of the Illinois Pension Code. (40 ILCS 5/1-101.2, 40 ILCS 5/1-109, 40 ILCS 5/1-110, 40 ILCS 5/1-114 and 40 ILCS 5/1-115). Confirm that your Firm will comply with this requirement. | | YES  NO |
| LABF requires that transition managers represent and warrant that all materials and presentations provided in connection with an RFP do not contain any untrue statement of a material fact, or omit to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading. Confirm that your Firm will provide such representation. | | YES  NO |
| The Firm must agree to comply at all times with LABF Ethics Policy, which can be found on the LABF website (https://www.labfchicago.org/investments/policies/).Will there be anybody else providing transition management services for a fee or other compensation, direct or indirect, with respect to the moneys of the Fund, or that has any authority or responsibility to do so? | | YES  NO  YES  NO |
| If you answered “Yes” above, please list the names of those entities and individuals.  |  | | --- | |  | |  | |  | | |  |
| Confirm that your Firm is familiar and will comply with Articles 1, 1A and 11 of the Illinois Pension Code (See [Link](http://www.ilga.gov/legislation/ilcs/ilcs3.asp?ActID=638&ChapterID=9).). | | YES  NO |
| Confirm that you have not and will not retain a person or entity to attempt to influence the outcome of an investment decision of, or the procurement of investment advice or services of, the Fund for compensation, contingent in whole or in part upon the decision or procurement. (40 ILCS 5/1-145). | | YES  NO |
| Confirm that your Firm will comply with certain disclosure requirements mandated under the Illinois Pension Code and no less frequently than quarterly provide written reports to the Fund including a statement of all fees, commissions and any other compensation. | | YES  NO |
| Confirm that your Firm will adhere to the Illinois Freedom of Information Act (5 ILCS 140 *et seq*.), without limitation, with the understanding that as long as any requested information is not exempt from disclosure, the Fund will comply with requests for access to transition manager contracts, fee schedules, and any materials submitted to the Fund, including but not limited to your RFP response. Note that the Fund’s practice is that it will not provide notice to, or require approval from, your Firm prior to responding to FOIA requests. | | YES  NO |
| Confirm that your Firm has reviewed the Fund’s Investment Policy Statement, which is subject to change and which can be found on the Fund’s website (<https://www.labfchicago.org/investments/policies/>), and agrees that, if retained, Respondent can provide transition management services in furtherance of the Investment Policy. | | YES  NO |
| Confirm that your Firm will adhere to the Fund’s M/W/DBE Broker-Deal Utilization Policy (See [Investment](http://www.labfchicago.org/investments/policies/) Policy Statement).Confirm that your Firm will adhere to the Fund’s Procurement Policy for Investment Advisers and Consultants (See [Investment Policy Statement](http://www.labfchicago.org/investments/policies/)). | | YES  NO  YES  NO |
| LABF requires inclusion of a “most-favored nations” clause in all agreements. Confirm that your Firm will agree to a "most-favored nations" clause for the benefit of the LABF relative to all the rights provided to similarly situated investors, including but not limited to fees, expenses, and reporting. | | YES  NO |
| LABF requires that a third party indemnify and hold harmless LABF for the third party’s own misconduct. Confirm that your Firm will provide such indemnification.LABF requires that its transition manager’s information technology systems meet or exceed industry best practices related to cyber-security, including but not limited to maintaining business contingency and disaster recovery plans sufficient to ensure the timely and accurate backup and full recovery for all computers and other data storage systems. If an incident compromises the security, confidentiality, or integrity of LABF data, the Firm shall immediately contain and remedy any such breach at its own expense.Respondent has cyber liability insurance of at least **$2 million**, a blanket fidelity bond or bonds of at least **$5 million,** and Errors & Omissions Insurance of at least **$5 million**.LABF’s practice is to reserve all rights to seek all remedies in court (LABF does not consent to arbitration), including the right to a jury trial, and LABF’s further practice is that the venue for any litigation shall be, and third parties shall submit to the jurisdiction of, the Circuit Court of Cook County or the U.S. District Court for the Northern District of Illinois.  Confirm that your Firm will agree. | | YES  NO  YES  NO  YES  NO  YES  NO |
| To your knowledge: | |  |
| Are there any actions, proceedings, or investigations threatened or pending before any tribunal, arbitrator, court or governmental authority, including without limitation, the SEC, FINRA, any state securities regulatory authority or any other regulatory authority having jurisdiction over the Firm or its affiliates, against or relating to the Firm, its affiliates, or the officers or directors of the Firm or its affiliates claiming or alleging: (i) fraud; (ii) violation of any federal or state securities law, rule, or regulation, or (iii) breach of fiduciary duties? | | YES  NO |
| If you answered “Yes” above, please explain why and describe briefly any relevant facts and circumstances, the court or other entity involved and any judgment, order, decree or similar pronouncement which resulted. We may require additional information.  |  | | --- | |  | |  | |  | |  | |  | |  | | |  |
| During the ten (10) year period prior to the date hereof, have any of the Firm’s or affiliates’ officers or directors been found liable for, settled, any such violation in any such action, proceeding, or investigation? | | YES  NO |
| If you answered “Yes” above, please explain why and describe briefly the relevant facts and circumstances, the court or other entity involved and any judgment, order, decree or similar pronouncement which resulted. We may require additional information.  |  | | --- | |  | |  | |  | |  | |  | |  | | |  |
| Please provide the following: | |  |
| If the proposed strategy is: | |  |
| ***Not a fund-of-funds***, a disclosure of the method for charging and measuring fees, based on the assets under management, including disclosure of the direct and indirect fees, commissions, penalties, and other compensation, including reimbursement for expenses that may be paid by you or on your behalf in connection with the provision of investment services to the Fund: | |  |
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| ***A fund-of-funds***: | |  |
| Per 40 ILCS 5/113.15 (a) (ii), a description of any fees, commissions, penalties and other compensation payable, if any, directly by the Fund (which shall not include any fees, commissions, penalties and other compensation payable from the assets of the fund-of-funds or separate account): | |  |
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| Per 40 ILCS 5/113.15 (a) (iii), a description (or method of calculation) of the fees and expenses payable by the Fund to the transition manager and the timing of the payment of the fees or expenses: | |  |
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| Per 40 ILCS 5/113.15 (a) (iv), a description (or the method of calculation) of any carried interest or other performance-based interests, fees or payment allocable by the Fund to the transition manager or an affiliate of the transition manager and the priority of distributions with respect to such interest: | |  |
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| Per 40 ILCS 5/113.14 (c) (5) (ii), names and addresses of any entity that is a parent of, or owns a controlling interest in, your Firm: | |  |
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| Per 40 ILCS 5/113.14 (c) (5) (iii), names and addresses of any entity that is a subsidiary of, or in which a controlling interest is owned by, your Firm: | |  |
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| Per 40 ILCS 5/113.14 (c) (5) (iv), names and addresses of any persons who have an ownership or distributive income share in your Firm that is in excess of 7.5%: | |  |
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| Per 40 ILCS 5/113.14 (c) (5) (v), names and addresses of any person who serves as an executive officer of your Firm: | |  |
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| Per 40 ILCS 5/113.14 (c) (6), the names and addresses of all subcontractors, if any, and the expected amount of money each will receive under the contract. “Subcontractor” does not include non-investment related professionals or professionals offering services that are not directly related to the investment of assets, such as legal counsel, actuary, proxy voting services, services used to track compliance with legal standards, and investment fund of funds where LABF has no direct contractual relationship with the investment managers or partnerships.  |  | | --- | |  | |  | |  | |  |  Your Firm shall disclose any compensation or economic opportunity paid to LABF’s Investment Consultant within the last 24 months. “Compensation” means any money, thing of value, or economic benefit conferred on, or received by, the Firm in return for services rendered, or to be rendered, by himself, herself, or another. "Economic opportunity" means any purchase, sale, lease, contract, option, or other transaction or arrangement involving property or services wherein the Firm may gain an economic benefit.  |  | | --- | |  | |  | |  | |  |  Per 30 ILCS 238/20(e), a description of any process through which the Respondent prudently integrates the following sustainability factors into their investment decision-making, investment analysis, portfolio construction, due diligence, and investment ownership in order to maximize anticipated risk-adjusted financial returns, identify projected risk, and execute the Respondent’s fiduciary duties:  * + 1. Corporate governance and leadership factors, such as the independence of boards and auditors, the expertise and competence of corporate boards and executives, systemic risk management practices, executive compensation structures, transparency and reporting, leadership diversity, regulatory and legal compliance, shareholder rights, and ethical conduct.     2. Environmental factors that may have an adverse or positive financial impact on investment performance, such as greenhouse gas emissions, air quality, energy management, water and wastewater management, waste and hazardous materials management, and ecological impacts.     3. Social capital factors that impact relationships with key outside parties, such as customers, local communities, the public, and the government, which may impact investment performance. Social capital factors include human rights, customer welfare, customer privacy, data security, access and affordability, selling practices, and product labeling, community reinvestment, and community relations.     4. Human capital factors that recognize that the workforce is an important asset to delivering long-term value, including factors such as labor practices, responsible contractor and responsible bidder policies, employee health and safety, employee engagement, diversity and inclusion, and incentives and compensation.     5. Business model and innovation factors that reflect an ability to plan and forecast opportunities and risks, and whether a company can create long-term shareholder value, including factors such as supply chain management, materials sourcing and efficiency, business model resilience, product design and life cycle management, and physical impacts of climate change. | |  |
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| Is your Firm considering converting into, consolidating or merging with, or selling or transferring substantially all of its assets or business to another company within the next 12 months? Your response to this question will be kept strictly confidential. | YES  NO | |

I declare, under penalty of perjury under the laws of the State of Illinois, that all the above statements are true and correct. I understand that any person who knowingly makes any false statement, or falsifies, or permits to be falsified, any record in an attempt to defraud the Fund is guilty of a Class 3 felony.

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| *[Print Firm Name]* | |  |
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| By: |  |  |
|  | *[Signature of Authorized Signatory]* |  |
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| Name: |  |  |
|  | *[Print Name of Authorized Signatory]* |  |
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| Title: | *[Print Title of Authorized Signatory]* |  |
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| Date: |  |  |
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